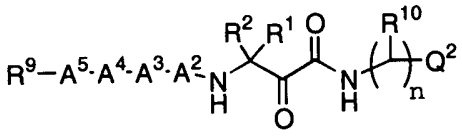
Amendments to the Claims

Claim 1 (canceled)

Claim 2 (canceled)

Claim 3 (currently amended)

3. A compound ~~according to Claim 2, wherein the compound is~~ of Formula (II):



(II)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

R^{10} is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11}$, and C_1-C_6 alkyl substituted with 0-1 R^{10a};

R^{10a} is selected from the group: halo, $-NO_2$, $-CN$, $-CF_3$, $-CO_2R^{11}$, $-NR^{11}R^{11}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with 0-1 R^{10b};

R^{10b} is selected from the group: $-CO_2H$, $-NH_2$, $-OH$, $-SH$, and $-C(=NH)NH_2$;

R^{11} is, at each occurrence, independently H or C_1-C_4 alkyl;

R^{11a} is H, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_2-C_4 alkenyl,

C_2-C_4 alkynyl, aryl, aryl(C_1-C_4 alkyl)-,
C_3-C_6 cycloalkyl, or C_3-C_6 cycloalkyl(C_1-C_4 alkyl)-;

Q^2 is -X-NR^{12}-Z, -NR^{12}-Y-Z, or -X-NR^{12}-Y-Z;

X is selected from the group: -C(=O)-, -S-, -S(=O)-, -$S(=O)_2$-, -$P(O)$-, -$P(O)_2$-, and -$P(O)_3$-;

Y is selected from the group: -C(=O)-, -S-, -S(=O)-, -$S(=O)_2$-, -$P(O)$-, -$P(O)_2$-, and -$P(O)_3$-;

R^{12} is H or C_1-C_4 alkyl;

Z is C_1-C_4 haloalkyl,
C_1-C_4 alkyl substituted with 0-3 Z^a,
C_2-C_4 alkenyl substituted with 0-3 Z^a,
C_2-C_4 alkynyl substituted with 0-3 Z^a,
C_3-C_{10} cycloalkyl substituted with 0-5 Z^b,
C_3-C_{10} carbocyle substituted with 0-5 Z^b,
aryl substituted with 0-5 Z^b,
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4 Z^b;
an amino acid residue, or
-A^7-A^8-A^9;

Z^a is H, F, Cl, Br, I, -NO_2, -CN, -NCS, -CF_3, -OCF_3, -CH_3, -OCH_3, -CO_2R^{20}, -C(=O)$NR^{20}R^{20}$, -NHC(=O)R^{20}, -$NR^{20}R^{20}$,
-OR^{20}, -SR^{20}, -S(=O)R^{20}, -SO_2R^{20}, -$SO_2NR^{20}R^{20}$,

C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy,

C_3-C_{10} cycloalkyl substituted with 0-5 Z^b,
C_3-C_{10} carbocyle substituted with 0-5 Z^b,
aryl substituted with 0-5 Z^b, or
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4 Z^b;

C1 Cont

Z^b is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CH_3$, $-OCH_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20}$,
$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20}$,
C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy,

C_3-C_{10} cycloalkyl substituted with 0-5 Z^c,
C_3-C_{10} carbocyle substituted with 0-5 Z^c,
aryl substituted with 0-5 Z^c, or
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4 Z^c;

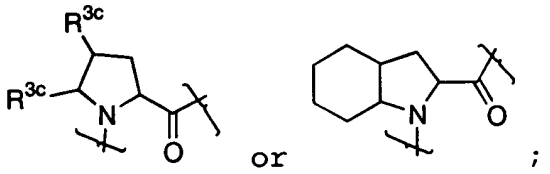
Z^c is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CH_3$, $-OCH_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20}$,
$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20}$,

C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy;

R^{20} is H, C_1-C_4 alkyl, C_1-C_4 haloalkyl, aryl, aryl(C_1-C_4 alkyl)-, C_3-C_6 cycloalkyl, or C_3-C_6 cycloalkyl(C_1-C_4 alkyl)-;

alternatively, $NR^{20}R^{20}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

A^2 is a bond, -NH-CR^3R^4-C(=O)-, an amino acid residue,



;

A^3 is a bond, -NH-CR^5R^6-C(=O)-, or an amino acid residue;

A^4 is a bond, -NH-CR^7R^8-C(=O)-, or an amino acid residue;

A^5 is a bond or an amino acid residue;

A^7 is a bond or an amino acid residue;

A^8 is an amino acid residue;

A^9 is an amino acid residue;

R^1 is selected from the group: H, F, C_1-C_6 alkyl substituted with 0-3 R^{1a},

C_2-C_6 alkenyl substituted with 0-3 R^{1a},

C_2-C_6 alkynyl substituted with 0-3 R^{1a}, and

C_3-C_6 cycloalkyl substituted with 0-3 R^{1a}:

R^{1a} is selected at each occurrence from the group:

Cl, F, Br, I, CF_3, CHF_2, OH, =O, SH,

$-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$,

$-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$,

C_1-C_3 alkyl, C_3-C_6 cycloalkyl, C_1-C_6 alkoxy,

$-S-(C_1$-C_6 alkyl),

aryl substituted with 0-5 R^{1c},

$-O-(CH_2)_q$-aryl substituted with 0-5 R^{1c},

$-S-(CH_2)_q$-aryl substituted with 0-5 R^{1c},

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and substituted with 0-3 R^{1c};

R^{1b} is H,

C_1-C_4 alkyl substituted with 0-3 R^{1c},

C_2-C_4 alkenyl substituted with 0-3 R^{1c},

C_2-C_4 alkynyl substituted with 0-3 R^{1c},

C_3-C_6 cycloalkyl substituted with 0-5 R^{1c},

C_3-C_6 carbocyle substituted with 0-5 R^{1c},

aryl substituted with 0-5 R^{1c},

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4 R^{1c};

R^{1c} is selected at each occurrence from the C_1-C_4 alkyl, Cl, F, Br, I, OH, C_1-C_4 alkoxy, -CN, $-NO_2$, $C(O)OR^{1d}$, $NR^{1d}R^{1d}$, CF_3, and OCF_3;

R^{1d} is H or C_1-C_4 alkyl,

R^2 is H, F, or C_1-C_4 alkyl,

alternatively, R^1 and R^2 combine to form a C_3-C_6 cycloalkyl group substituted with 0-3 R^{1c};

R^3 is selected from the group: H,
C_1-C_6 alkyl substituted with 0-4 R^{3a},
C_2-C_6 alkenyl substituted with 0-4 R^{3a},
C_2-C_6 alkynyl substituted with 0-4 R^{3a},
$-(CH_2)_q$- C_3-C_6 cycloalkyl substituted with 0-4 R^{3b},
$-(CH_2)_q$-aryl substituted with 0-5 R^{3b},
$-(CH_2)_q$-5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and said heterocyclic group is substituted with 0-2 R^{3b};

R^{3a} is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with R^{10b};

R^{3b} is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

R^{3c} is, at each occurrence, independently selected from H, C_1-C_6 alkyl, -OH, or OR^{3d};

R^{3d} is C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CH_2)_q$- C_3-C_6 cycloalkyl, $-(CH_2)_q$-aryl, or $-(CH_2)_q$-(5-10 membered heterocyclic group), wherein said heterocyclic group consists of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N;

R^4 is selected from the group H, C_1-C_6 alkyl, phenyl, phenylmethyl-, phenylethyl-, C_3-C_6 cycloalkyl, C_3-C_6 cycloalkylmethyl-, and C_3-C_6 cycloalkylethyl-;

R^5 and R^7 are independently H or R^3;

R^6 and R^8 are independently H or R^4;

R^9 is selected from the group: $-S(=O)R^{9a}$, $-S(=O)_2R^{9a}$, $-C(=O)R^{9a}$, $-C(=O)OR^{9a}$, $-C(=O)NHR^{9a}$, C_1-C_3 alkyl-R^{9a}, C_2-C_6 alkenyl-R^{9a}, and C_2-C_6 alkynyl-R^{9a};

R^{9a} is selected from the group:
C_1-C_6 alkyl substituted with 0-3 R^{9b},
C_3-C_6 cycloalkyl substituted with 0-3 R^{9c} and
aryl substituted with 0-3 R^{9c} and
5-14 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and said heterocyclic group is substituted with 0-3 R^{9c};

R^{9b} is selected from the group: phenyl, naphthyl, benzyl, and 5-10 membered heterocyclic group consisting of

carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and R^6 is substituted with 0-3 R^c;

R^{9c} is selected at each occurrence from the group:

CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-3 R^{9d},

C_1-C_4 alkoxy substituted with 0-3 R^{9d},

C_3-C_6 cycloalkyl substituted with 0-3 R^{9d},

aryl substituted with 0-5 R^{9d}, and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and said heterocyclic group is substituted with 0-4 R^{9d};

R^{9d} is selected at each occurrence from the group:

C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, and NO_2;

n is 1, 2, or 3; and

p is 1 or 2; and

q, at each occurence, is independently 0, 1 or 2.

Claim 4 (previously amended)

4. A compound according to Claim 3, wherein

R^{10} is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11}$, and C_1-C_6 alkyl substituted with 0-1 R^{10a};

R^{10a} is selected from the group: halo, $-NO_2$, $-CN$, $-CF_3$, $-CO_2R^{11}$, $-NR^{11}R^{11}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with 0-1 R^{10b};

R^{10b} is selected from the group: $-CO_2H$, $-NH_2$, $-OH$, $-SH$, and $-C(=NH)NH_2$;

R^{11} is, at each occurrence, independently H or C_1-C_4 alkyl;

R^{11a} is H, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_2-C_4 alkenyl, C_2-C_4 alkynyl, aryl, aryl(C_1-C_4 alkyl)-, C_3-C_6 cycloalkyl, or C_3-C_6 cycloalkyl(C_1-C_4 alkyl)-;

Q^2 is $-X-NR^{12}-Z$, $-NR^{12}-Y-Z$, or $-X-NR^{12}-Y-Z$;

X is selected from the group: $-C(=O)-$, $-S-$, $-S(=O)-$, and $-S(=O)_2-$;

Y is selected from the group: $-C(=O)-$, $-S-$, $-S(=O)-$, and $-S(=O)_2-$;

R^{12} is H or C_1-C_4 alkyl;

Z is C_1-C_4 haloalkyl,
C_1-C_4 alkyl substituted with 0-3 Z^a,
C_2-C_4 alkenyl substituted with 0-3 Z^a,
C_2-C_4 alkynyl substituted with 0-3 Z^a,
C_3-C_{10} cycloalkyl substituted with 0-5 Z^b,
C_3-C_{10} carbocyle substituted with 0-5 Z^b,

aryl substituted with 0-5 Z^b,
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4 Z^b;
an amino acid residue, or
$-A^7-A^8-A^9$;

Z^a is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CH_3$, $-OCH_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20}$,
$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20}$,
C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy,

C_3-C_{10} cycloalkyl substituted with 0-5 Z^b,
C_3-C_{10} carbocyle substituted with 0-5 Z^b,
aryl substituted with 0-5 Z^b, or
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4 Z^b;

Z^b is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CH_3$, $-OCH_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20}$,
$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20}$,
C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy,

C_3-C_{10} cycloalkyl substituted with 0-5 Z^c,

C_3-C_{10} carbocyle substituted with 0-5 Z^c,

aryl substituted with 0-5 Z^c, or

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4 Z^c;

Z^c is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CH_3$, $-OCH_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20}$,

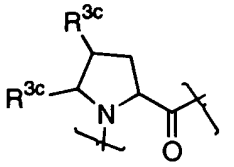
$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20}$,

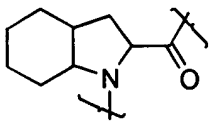
C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy;

R^{20} is H, C_1-C_4 alkyl, C_1-C_4 haloalkyl, aryl, aryl(C_1-C_4 alkyl)-, C_3-C_6 cycloalkyl, or C_3-C_6 cycloalkyl(C_1-C_4 alkyl)-;

alternatively, $NR^{20}R^{20}$ may form a piperidinyl, piperazinyl, or morpholinyl group;

A^2 is a bond, $-NH-CR^3R^4-C(=O)-$, an amino acid residue,



or


;

A^3 is a bond or an amino acid residue;

A^4 is a bond or an amino acid residue;

A^5 is a bond;

R^1 is selected from the group: H,

C_1-C_6 alkyl substituted with 0-3 R^{1a},

C_2-C_6 alkenyl substituted with 0-3 R^{1a},

C_2-C_6 alkynyl substituted with 0-3 R^{1a}, and

C_3-C_6 cycloalkyl substituted with 0-3 R^{1a}:

R^{1a} is selected at each occurrence from the group:

Cl, F, Br, I, CF_3, CHF_2, OH, =O, SH,

$-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$,

$-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$,

C_1-C_3 alkyl, C_3-C_6 cycloalkyl, C_1-C_6 alkoxy,

-S-(C_1-C_6 alkyl),

aryl substituted with 0-5 R^{1c},

$-O-(CH_2)_q$-aryl substituted with 0-5 R^{1c},

$-S-(CH_2)_q$-aryl substituted with 0-5 R^{1c},

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and substituted with 0-3 R^{1c};

R^{1b} is H,

C_1-C_4 alkyl substituted with 0-3 R^{1c},

C_2-C_4 alkenyl substituted with 0-3 R^{1c},

C_2-C_4 alkynyl substituted with 0-3 R^{1c},

C_3-C_6 cycloalkyl substituted with 0-5 R^{1c},

C_3-C_6 carbocyle substituted with 0-5 R^{1c},

aryl substituted with 0-5 R^{1c},

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, said heterocyclic group substituted with 0-4 R^{1c};

R^{1c} is selected at each occurrence from the C_1-C_4 alkyl, Cl, F, Br, I, OH, C_1-C_4 alkoxy, -CN, $-NO_2$, $C(O)OR^{1d}$, $NR^{1d}R^{1d}$, CF_3, and OCF_3;

R^{1d} is H or C_1-C_4 alkyl,

R^2 is H or C_1-C_4 alkyl,

alternatively, R^1 and R^2 combine to form a C_3-C_6 cycloalkyl group substituted with 0-3 R^{1c};

R^3 is selected from the group: H,
C_1-C_6 alkyl substituted with 0-4 R^{3a},
C_2-C_6 alkenyl substituted with 0-4 R^{3a},
C_2-C_6 alkynyl substituted with 0-4 R^{3a},
$-(CH_2)_q$- C_3-C_6 cycloalkyl substituted with 0-4 R^{3b},
$-(CH_2)_q$-aryl substituted with 0-5 R^{3b},
$-(CH_2)_q$-5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and said heterocyclic group is substituted with 0-2 R^{3b};

R^{3a} is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with R^{10b};

R^{3b} is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

R^{3c} is, at each occurrence, independently selected from H, C_1-C_6 alkyl, -OH, or OR^{3d};

R^{3d} is C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CH_2)_q$- C_3-C_6 cycloalkyl, $-(CH_2)_q$-aryl, or $-(CH_2)_q$-(5-10 membered heterocyclic group), wherein said heterocyclic group consists of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N;

R^4 is selected from the group H, C_1-C_6 alkyl, phenyl, phenylmethyl-, phenylethyl-, C_3-C_6 cycloalkyl, C_3-C_6 cycloalkylmethyl-, and C_3-C_6 cycloalkylethyl-;

R^9 is selected from the group: $-S(=O)_2R^{9a}$, $-C(=O)R^{9a}$, C_1-C_3 alkyl-R^{9a}, C_2-C_6 alkenyl-R^{9a}, and C_2-C_6 alkynyl-R^{9a};

R^{9a} is selected from the group:

C_1-C_6 alkyl substituted with 0-3 R^{9b},

C_3-C_6 cycloalkyl substituted with 0-3 R^{9c} and

aryl substituted with 0-3 R^{9c} and

5-14 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and said heterocyclic group is substituted with 0-3 R^{9c};

R^{9b} is selected from the group: phenyl, naphthyl, benzyl, and 5-10 membered heterocyclic group consisting of

carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and R^6 is substituted with 0-3 R^c;

R^{9c} is selected at each occurrence from the group:

CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-3 R^{9d},

C_1-C_4 alkoxy substituted with 0-3 R^{9d},

C_3-C_6 cycloalkyl substituted with 0-3 R^{9d},

aryl substituted with 0-5 R^{9d}, and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and said heterocyclic group is substituted with 0-4 R^{9d};

R^{9d} is selected at each occurrence from the group:

C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, and NO_2;

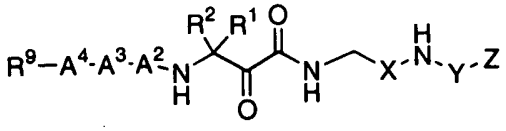
n is 1 or 2; and

p is 1 or 2; and

q, at each occurence, is independently 0, 1 or 2.

Claim 5 (previously amended)

5. A compound of Formula (III):



(III)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

R^{11} is, at each occurrence, independently H or C_1-C_4 alkyl;

X is -C(=O)-, -S-, -S(=O)-, or -S(=O)2-;

Y is -C(=O)- or -S(=O)2-;

Z is C_1-C_4 haloalkyl,

C_1-C_4 alkyl substituted with 0-3 Z^a,

C_2-C_4 alkenyl substituted with 0-3 Z^a,

C_2-C_4 alkynyl substituted with 0-3 Z^a,

C_3-C_{10} cycloalkyl substituted with 0-5 Z^b,

C_3-C_{10} carbocyle substituted with 0-5 Z^b,

aryl substituted with 0-5 Z^b, or

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1*H*-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and

pyrazolopyridinyl; said heterocyclic group substituted with 0-4 Z^b;

Z^a is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CH_3$, $-OCH_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20}$,
$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20}$,
C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy,

C_3-C_{10} cycloalkyl substituted with 0-5 Z^b,
C_3-C_{10} carbocyle substituted with 0-5 Z^b,
aryl substituted with 0-5 Z^b, or
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1*H*-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; said heterocyclic group substituted with 0-4 Z^b;

Z^b is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CH_3$, $-OCH_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20}$,

$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20}$,

C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,

C_1-C_4 haloalkoxy,

C_3-C_{10} cycloalkyl substituted with 0-5 Z^c,

C_3-C_{10} carbocyle substituted with 0-5 Z^c,

aryl substituted with 0-5 Z^c, or

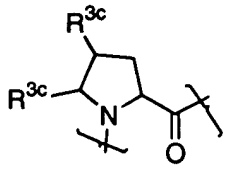
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1*H*-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; said heterocyclic group substituted with 0-4 Z^c;

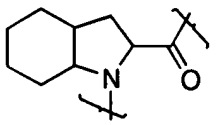
Z^C is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CH_3$, $-OCH_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20}$, $-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20}$, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy;

R^{20} is H, C_1-C_4 alkyl, C_1-C_4 haloalkyl, aryl, aryl(C_1-C_4 alkyl)-, C_3-C_6 cycloalkyl, or C_3-C_6 cycloalkyl(C_1-C_4 alkyl)-;

alternatively, $NR^{20}R^{20}$ may form a piperidinyl, piperazinyl, or morpholinyl group;

A^2 is a bond, $-NH-CR^3R^4-C(=O)-$, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val,



or


;

A^3 is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

A^4 is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

R^1 is selected from the group: H,

C_1-C_6 alkyl substituted with 0-3 R^{1a},

C_2-C_6 alkenyl substituted with 0-3 R^{1a},

C_2-C_6 alkynyl substituted with 0-3 R^{1a}, and

C_3-C_6 cycloalkyl substituted with 0-3 R^{1a}:

R^{1a} is selected at each occurrence from the group:

Cl, F, Br, I, CF_3, CHF_2, OH, =O, SH,

$-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$,

$-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$,

C_1-C_3 alkyl, C_3-C_6 cycloalkyl, C_1-C_6 alkoxy,

-S-(C_1-C_6 alkyl),

aryl substituted with 0-5 R^{1c},

$-O-(CH_2)_q$-aryl substituted with 0-5 R^{1c},

$-S-(CH_2)_q$-aryl substituted with 0-5 R^{1c},

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1*H*-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl,

oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; and substituted with 0-3 R^{1c};

R^{1b} is H,

C_1-C_4 alkyl substituted with 0-3 R^{1c},

C_2-C_4 alkenyl substituted with 0-3 R^{1c},

C_2-C_4 alkynyl substituted with 0-3 R^{1c},

C_3-C_6 cycloalkyl substituted with 0-5 R^{1c},

C_3-C_6 carbocyle substituted with 0-5 R^{1c},

aryl substituted with 0-5 R^{1c},

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, and triazolyl; said heterocyclic group substituted with 0-3 R^{1c};

R^{1c} is selected at each occurrence from the C_1-C_4 alkyl, Cl, F, Br, I, OH, C_1-C_4 alkoxy, -CN, -NO_2, $C(O)OR^{1d}$, $NR^{1d}R^{1d}$, CF_3, and OCF_3;

R^{1d} is H or C_1-C_4 alkyl,

R^2 is H or C_1-C_4 alkyl,

alternatively, R^1 and R^2 combine to form a C_3-C_6 cycloalkyl group substituted with 0-3 R^{1c};

R^3 is selected from the group: H,

C_1-C_6 alkyl substituted with 0-4 R^{3a},

C_2-C_6 alkenyl substituted with 0-4 R^{3a},

C_2-C_6 alkynyl substituted with 0-4 R^{3a},

-$(CH_2)_q$- C_3-C_6 cycloalkyl substituted with 0-4 R^{3b},

-$(CH_2)_q$-aryl substituted with 0-5 R^{3b},

-$(CH_2)_q$-5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1*H*-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; and said heterocyclic group is substituted with 0-2 R^{3b};

R^{3a} is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with R^{10b};

R^{3b} is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

R^{3c} is, at each occurrence, independently selected from H, C_1-C_6 alkyl, -OH, or OR^{3d};

R^{3d} is C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CH_2)_q$- C_3-C_6 cycloalkyl, $-(CH_2)_q$-aryl, or $-(CH_2)_q$-(5-10 membered heterocyclic group), wherein said heterocyclic group consists of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N;

R^4 is selected from the group H, C_1-C_6 alkyl, phenyl, phenylmethyl-, phenylethyl-, C_3-C_6 cycloalkyl, C_3-C_6 cycloalkylmethyl-, and C_3-C_6 cycloalkylethyl-;

R^9 is selected from $-S(=O)_2R^{9a}$ and $-C(=O)R^{9a}$;

R^{9a} is selected from the group:
phenyl substituted with 0-3 R^{9c},
naphthyl substituted with 0-3 R^{9c}, and
5-14 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1*H*-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl,

isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; and said heterocyclic group is substituted with 0-3 R^{9c};

R^{9c} is selected at each occurrence from the group:

CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-3 R^{9d},

C_1-C_4 alkoxy substituted with 0-3 R^{9d},

C_3-C_6 cycloalkyl substituted with 0-3 R^{9d},

aryl substituted with 0-5 R^{9d}, and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, and triazolyl; said heterocyclic group is substituted with 0-4 R^{9d};

R^{9d} is selected at each occurrence from the group:

C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, and NO_2;

p is 1 or 2; and

q, at each occurence, is independently 0, 1 or 2.

Claim 6 (original)

6. A compound of Claim 5, wherein

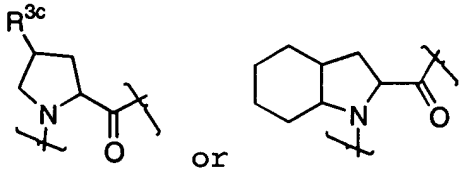
X is -C(=O)-;

Y is $-S(=O)_2-$;

Z is selected from the group:
methyl, ethyl, propyl, trifluoromethyl,
phenyl, benzyl, 4-phenyl-phenyl, 4-NCS-phenyl,
2-fluorophenyl-, 3-fluorophenyl-, 4-fluorophenyl-,
2-chlorophenyl-, 3-chlorophenyl-, 4-chlorophenyl-,
2-cyanophenyl-, 3-cyanophenyl-, 4-cyanophenyl-,
2-nitrophenyl-, 3-nitrophenyl-, 4-nitrophenyl-,
2-CF_3SO_2-phenyl-, 3-CF_3SO_2-phenyl-, 4-CF_3SO_2-phenyl-,
2-CF_3-phenyl-, 3-CF_3-phenyl-, 4-CF_3-phenyl-,
3-NO_2-4-Cl-phenyl-, 3-Cl-4-CH_3-phenyl-,
2-Cl-5-CF_3-phenyl-, 2-Cl-5-CO_2H-phenyl-,
3-NO_2-4-CH_3-phenyl-, 3-Cl-5-NH_2SO_2-phenyl-,
3,5-diCF_3-phenyl-, 3,4-diCF_3-phenyl-,
3,5-diCl-phenyl-, 2,5-diCl-phenyl-, 3,4-diCl-phenyl-,
3,5-diF-phenyl-, 2,5-diF-phenyl-, 3,4-diF-phenyl-,
2-F-4-Cl-5-CO_2H-phenyl-, 2,4-diCl-5-CO_2H-phenyl-,
2,4-diCl-5-CH_3CO_2-phenyl-, 2,4-diCl-5-CH_3-phenyl-,
2-OH-3,5-diCl-phenyl-, 2,4,5-triCl-phenyl-,
3,5-diCl-4-(4-NO_2phenyl)phenyl-,
2-Cl-5-benzylNHCO-phenyl-, 2-Cl-5-CF_3CH_2NHCO-phenyl-,
2-Cl-5-cyclopropylmethylNHCO-phenyl-,
2-Cl-4-CH_3CONH-phenyl-, 3-Cl-5-(phenylCONHSO_2)-phenyl-,
3-Cl-5-CH_3CONH-phenyl-, 5-ethoxy-benzothiazol-2-yl,
naphth-2-yl, (CH_3CONH)thiadiazolyl-,
(s-butylCONH)thiadiazolyl-, (n-pentylCONH)thiadiazolyl-,
(phenylCONH)thiadiazolyl-, and

(3-ClphenylCONH)thiadiazolyl-,

A^2 is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val;



;

A^3 is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

A^3 is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

R^1 is selected from the group:
$-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$,
$-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$, $-CH_2CH_2C(CH_3)_3$,
$-CH_2CH_2CH_2C(CH_3)_3$, $-CH_2CH_2CH_2CH(CH_3)_2$,
$-CH_2CH_2CH_2CH(CH_2CH_3)_2$, $-CH_2CH_2CH_2CH_2CH_3$,
$-CH_2CH_2CH(CH_3)_2$, $-CH_2CH_2CH_2CH_2CH_2CH_3$,
$-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$,
$-CH_2CHF_2$, $-CH_2CH_2CHF_2$, $-CH_2CH_2CH_2CHF_2$,
$-CH=CH_2$, $-CH_2CH=CH_2$, $-CH=CHCH_3$, cis-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(CH_3)$, $-CH_2CH_2CH=CH$, $-CH_2CH=C(CH_3)_2$,
$-CH_2CH_2CH=C(CH_3)_2$,
$-CH_2CO_2H$, $-CH_2CH_2CO_2H$, $-CH_2CO_2C(CH_3)_3$,
$-CH_2CH_2CO_2C(CH_3)_3$, $-CH_2CH_2CH_2CH_2NH_2$,
phenyl, benzyl, phenethyl, phenpropyl, phenbutyl,

(2-methylphenyl)ethyl-, (3-methylphenyl)ethyl-,
(4-methylphenyl)ethyl-, (4-ethylphenyl)ethyl-,
(4-i-propylphenyl)ethyl-, (4-t-butylphenyl)ethyl-,
(4-hydroxyphenyl)ethyl-, (4-phenyl-phenyl)ethyl-,
(4-phenoxy-phenyl)ethyl-, (4-cyclohexyl-phenyl)ethyl-,
(4-cyclopropyl-phenyl)ethyl-, (2,5-dimethylphenyl)ethyl-,
(2,4-dimethylphenyl)ethyl-, (2,6-difluorophenyl)ethyl-,
(4-cyclopentyl-phenyl)ethyl-,
(4-cyclobutyl-phenyl)ethyl-,
(2-trifluoromethylphenyl)ethyl-,
(3-trifluoromethylphenyl)ethyl-,
(4-trifluoromethylphenyl)ethyl-,
(2-fluorophenyl)ethyl-, (3-fluorophenyl)ethyl-,
(4-fluorophenyl)ethyl-, (2-chlorophenyl)ethyl-,
(3-chlorophenyl)ethyl-, (4-chlorophenyl)ethyl-,
(2-bromophenyl)ethyl-, (3-bromophenyl)ethyl-,
(4-bromophenyl)ethyl-,
(2,3,4,5,6-pentafluorophenyl)ethyl-
(naphth-2-yl)ethyl, (cyclobutyl)methyl,
(cyclobutyl)ethyl, (cyclobutyl)propyl, cyclopropyl,
cyclobutyl, cyclopentyl, and cyclohexyl;

R^2 is H, methyl, or ethyl;

alternatively, R^1 and R^2 combine to form cyclopropyl,
cyclobutyl, cyclopentyl, or cyclohexyl;

R^{3c} is H, methyl, ethyl, -OH, methoxy, ethoxy, propoxy,
phenoxy, or benzyloxy; and

R^9 is selected from:
2-pyrazinyl-carbonyl-,
4-(N-pyrrolyl)phenyl-carbonyl-,
5-(4-chlorophenyl)furan-2-yl-carbonyl-,

1-anthracenyl-carbonyl-,
7-nitro-anthracen-1-yl-carbonyl-,
(3-phenyl-2-cyanomethoxyphenyl)carbonyl-,
5-(2-Cl-3-CF_3-phenyl)-furan-2-yl-carbonyl-,
5-(4-Cl-phenyl)-furan-2-yl-carbonyl-,
5-(pyrid-2-yl)-thiophen-2-yl-carbonyl-,
(2-methoxyphenyl)ethylcarbonyl-,
(3-benzopyrrolyl)ethylcarbonyl-,
(N-phenyl-5-propyl-imidazol-4-yl)-carbonyl-,
1-naphthyl-sulphonyl-, and
5-(isoxazol-2-yl)thiophen-2-yl-sulphonyl-.

Claim 7 (currently amended)

7. A compound according to Claim ~~13, wherein the compound is~~ 13 selected from the group~~:~~ consisting of

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoylglycine;

(3S)-2-oxo-3-{[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino}-N-(2H-tetrazol-5-ylmethyl) pentanamide;

2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl]amino]-N-(sulfomethyl)pentanamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(2-nitrophenyl) sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-(methylsulfonyl) glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(phenylmethyl) sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-(phenylsulfonyl) glycinamide;

C2 cont

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(trifluoromethyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-fluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[(3-fluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2-fluorophenyl) sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-chlorophenyl) sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentano yl-N-[(3-chlorophenyl) sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-(thionitroso) phenyl]sulfonyl]glycinamide;

C2 Cont.

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-[(trifluoromethyl)sulfonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-(trifluoromethyl)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-cyanophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3-chloro-4-methylphenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-chloro-3-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L- isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-methyl-3-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[2-chloro-5-(trifluoromethyl)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(5-carboxy-2-chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2,5-dichlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,4-difluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,5-dichloro-2-hydroxyphenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[(2,4;,5-trichlorophenyl)-sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(5-carboxy-4-chloro-2-fluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[5-(dimethylamino)-1-naphthalenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-(2-naphthalenylsulfonyl)glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[(4-(phenyl)phenyl)-sulfonyl]glycinamide;

C2 Cont

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(6-ethoxy-2-benzothiazolyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[2-chloro-5-[[(phenylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-5-[[(2-trifluoroethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-5-[[(cyclopropylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-nitro-4-(2-pyrimidinylthio)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-4-(acetylamino)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-chloro-4-(2-benzoxazolylthio)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[3,5-dichloro-4-(4-nitrophenoxy)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[5-(acetylamino)-1,3,4-thiadiazol-2-yl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[(3-cyanophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[3-(aminosulfonyl)-5-chlorophenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[[3,5-bis(trifluoromethyl)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[4-[5-[3-(4-chlorophenyl)-3-oxo-1-propenyl]-2-furanyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[[(phenylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[[(2,2,2-trifluoroethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[(benzoylamino)sulfonyl]-5-chlorophenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoylglycine;

(3S)-5,5-difluoro-2-oxo-3-[[N-(2-pyrazinylcarbonyl)- L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]-N- (2H-tetrazol-5-ylmethyl)pentanamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)- 3-aminopentanoyl-N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[5-(acetylamino)-1,3,4-thiadiazol-2-yl]sulfonyl]-glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-(3-aminosulfonyl-5-chlorophenyl)sulfonyl]glycinamide;

(3S)-5,5,5-trifluoro-2-oxo-3-[[N-(2-pyrazinylcarbonyl)- L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]- N-(2H-tetrazol-5-ylmethyl)pentanamide;

1,1-dimethylethyl N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L- prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoylglycine;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-di fluoro-2-oxo-(3S)-3-aminopentanoylglycine;

(4R)-1-[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl]- N-[(1S)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2H)-tetrazol-5-yl methyl)amino]propyl]-4-(phenylmethoxy)-L-prolinamide;

(4R)-N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-N-[(1S)-1-(2,2-difluoroethyl)-3-methoxy-2,3-dioxopropyl]-4-(phenylmethoxy)-L-prolinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(5-carboxy-2chlorophenyl)-sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(5-acetylamino)1,3,4-thiadiazol-2-yl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[3,5-dichlorophenyl) sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-(4-methyl-3-nitrophenyl)sulfonyl]-glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-(3-carboxyl-4-chloro-2-fluorophenyl)sulfonyl]-glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-[(3-chloro-4-acetylamino)phenyl]sulfonyl]-glycinamide;

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoylglycine;

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-Lisoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(trifluoromethyl)sulfonyl]glycinamide;

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-Lisoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-Lisoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(3-nitrophenyl)sulfonyl]glycinamide; and

(4R)-1-[[5-(4-chlorophenyl)-2-furanyl]carbonyl-L-isoleucyl-N-[(1S)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2H-tetrazol-5-ylmethyl)amino]propyl]-4-(phenylmethoxy)-L-prolinamide;

or a pharmaceutically acceptable salt form thereof.

Claim 8 (cancelled)

Claim 9 (cancelled)

Claim 10 (cancelled)

Claim 11 (cancelled)

C3

Claim 12 (currently amended) A composition comprising a pharmaceutically acceptable carrier and

a compound of Claim ~~1~~ 3 or a pharmaceutically acceptable salt form thereof.

Claim 13 (cancelled)

Claim 14 (cancelled)

Claim 15 (cancelled)

Claim 16 (previously amended) A composition comprising a pharmaceutically acceptable carrier and a compound of Claim 5 or a pharmaceutically acceptable salt form thereof.

Claim 17 (cancelled)

Claim 18 (cancelled)

Claim 19 (cancelled)

Claim 20 (cancelled)

C4

Claim 21 (currently amended) A method of inhibiting hepatitis C nonstructural protein-3 (HCV NS3) protease

comprising contacting a compound of claim ~~1~~ 3 for a time and under conditions effective to inhibit HCV NS3 protease.

Claim 22 (currently amended) A method of inhibiting hepatitis C nonstructural protein-3 (HCV NS3) protease comprising administering a compound of claim ~~1~~ 3 to a mammal in need thereof for a time and under conditions effective to inhibit HCV NS3 protease.